

## SEMINOLE COUNTY GOVERNMENT AGENDA MEMORANDUM

**SUBJECT:** Assignment of IFB-3092-04/JVP -Term Contract for EMS Supplies and Minor Equipment, from Tri-Anim Healthcare Services to Bound Tree Medical, LLC, Ohio

**DEPARTMENT:** Administrative Services

**DIVISION:** Purchasing and Contracts

**AUTHORIZED BY:** Frank Raymond

**CONTACT:** Tammy Roberts

**EXT:** 7115

**MOTION/RECOMMENDATION:**

Assignment of IFB-3092-04/JVP - Term Contract for EMS Supplies and Minor Equipment, from Tri-Anim Healthcare Services to Bound Tree Medical, LLC, Ohio.

County-wide

Ray Hooper

**BACKGROUND:**

IFB-3092-04/JVP provides EMS supplies and equipment on an as needed basis. In June of 2008 Bound Tree Medical and Tri-Anim Health Services merged to create the nation's leading specialty healthcare distributor. As a result of the merger, Seminole County EMS will now be serviced by Bound Tree Medical. All pricing, terms and conditions of IFB-3092-04/JVP will remain the same.

Supporting documentation includes the Assignment as prepared by the County Attorney's Office and merger information provided by BoundTree Medical.

**STAFF RECOMMENDATION:**

Staff recommends that the Board to approve and authorize the chairman to execute the assignment of IFB-3092-04/JVP - Term Contract for EMS Supplies and Minor Equipment, from Tri-Anim Healthcare Services to Bound Tree Medical, LLC, Ohio.

**ATTACHMENTS:**

1. Agreement
2. Merger Information


**Additionally Reviewed By:**

☐ County Attorney Review ( Ann Colby )

**ASSIGNMENT OF TERM CONTRACT FOR EMS SUPPLIES AND MINOR EQUIPMENT  
(IFB-3092-04/JVP)**

**THIS ASSIGNMENT** is made and entered into this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by and between **TRI-ANIM HEALTH SERVICES, INC.**, whose address is 13170 Telfair Avenue, Sulmar, California, 91342, hereinafter called "ASSIGNOR", **BOUND TREE MEDICAL, LLC**, whose address is 5200 Rings Road, Dublin, Ohio 43017, hereinafter called "ASSIGNEE," and **SEMINOLE COUNTY**, a political subdivision of the State of Florida, whose address is Seminole County Services Building, 1101 East First Street, Sanford, Florida 32771, hereinafter called "COUNTY".

**W I T N E S S E T H:**

**WHEREAS**, COUNTY and ASSIGNOR entered into a Term Contract for EMS Supplies and Minor Equipment Agreement (IFB-3092-04/JVP) on August 20, 2004, whereby ASSIGNOR agreed to  provide COUNTY with EMS supplies and minor equipment services on a continuing basis; and

**WHEREAS**, ASSIGNOR, as of June 5, 2008, has merged its business with the ASSIGNEE; and

**WHEREAS**, both majority shareholders and executives of ASSIGNOR and ASSIGNEE desire this assignment of the ASSIGNOR's rights and responsibilities under the August 20, 2004 Agreement to the ASSIGNEE; and

**WHEREAS**, Section 14 of the Term Contract entered into between COUNTY and ASSIGNOR on August 20, 2004, requires that the Agreement not be assigned by the parties without prior written consent of the other party, and in such cases, only by a document of equal dignity therewith; and

**WHEREAS,** COUNTY, ASSIGNOR and ASSIGNEE all feel that assignment of this Agreement to ASSIGNEE will best serve the needs of all parties,

**NOW, THEREFORE,** in consideration of the mutual understandings and covenants set forth herein, COUNTY, ASSIGNOR and ASSIGNEE agree as follows:

(1) ASSIGNOR assigns all of its rights in that certain Agreement with the COUNTY, dated August 20, 2004, as amended on February 9, 2005, for EMS supplies and minor equipment (IFB-3092-04/JVP) to ASSIGNEE, effective immediately.

(2) ASSIGNEE accepts the above assignment and agrees to be bound by all of the terms and conditions of that Agreement dated August 20, 2004 to be performed on the part of ASSIGNOR, and ASSIGNEE agrees to indemnify COUNTY against any and all liabilities under that Agreement, effective immediately.



(3) COUNTY hereby consents to the foregoing assignments between ASSIGNOR and ASSIGNEE of those contracted rights and duties as set forth in the Agreement dated August 20, 2004.

**(Signature Page Follows)**

IN WITNESS WHEREOF, the parties hereto have made and executed this Assignment on the date below written.

ATTEST: TRI-ANIM HEALTH SERVICES, INC.

\_\_\_\_\_  
By: \_\_\_\_\_

(CORPORATE SEAL)

Date: \_\_\_\_\_

ATTEST: BOUND TREE MEDICAL, LLC

\_\_\_\_\_  
By: \_\_\_\_\_

(CORPORATE SEAL)

Date: \_\_\_\_\_

ATTEST:

BOARD OF COUNTY COMMISSIONERS  
SEMINOLE COUNTY, FLORIDA



By: \_\_\_\_\_  
BRENDA CAREY, Chairman

\_\_\_\_\_  
MARYANNE MORSE  
Clerk to the Board of  
County Commissioners of  
Seminole County, Florida.

Date: \_\_\_\_\_

For the use and reliance  
of Seminole County only.

Approved as to form and  
legal sufficiency.

As authorized for execution  
by the Board of County Commissioners  
at their \_\_\_\_\_, 20\_\_\_\_  
regular meeting.

\_\_\_\_\_  
County Attorney

AC:sjs  
9/25/08  
P:\Users\Legal Secretary CSB\Purchasing 2008\Agreements\IFB-3092-04 Assignment.doc

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CLERK OF THE COURT

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SEMINOLE CO. FLA.  
D.C.



FOR IMMEDIATE RELEASE

## **Bound Tree Medical and Tri-anim Health Services Merge to Better Serve Growing EMS, Acute Care and Surgical Markets**

*Combined companies to provide national sales representation, an enhanced product offering and customized tools & services*

**Dublin, OH & Sylmar, CA – June 5, 2008** – Bound Tree Medical, a leading supplier of emergency medical equipment and supplies, and Tri-anim Health Services, the largest specialty distributor of acute care, surgical and EMS products, announced today the signing of a merger agreement to create an industry-leading specialty healthcare distribution company. The merger is motivated by the complementary nature of the two specialty healthcare businesses and the opportunity to better serve the EMS, acute care and surgical markets.

The two companies will continue to operate under their existing names with Bound Tree focusing on serving EMS providers and Tri-anim serving multiple specialties within hospitals. Combined, the companies will offer more than 100,000 items to healthcare providers through 17 distributions centers strategically located throughout the United States.

With a team of knowledgeable sales and service people and products from leading-edge manufacturers, the new company can better leverage their knowledge and experience to satisfy a wide array of customer needs. Linden Joseph, President of Bound Tree, will continue in his role and will lead the integration of EMS businesses.

"This is a great opportunity for the combined companies to provide even more products and services to customers that are serving patients in life-threatening situations on a daily basis," said Joseph. "We take pride in assisting EMS and affiliated healthcare providers with critical supplies, equipment and training that make their jobs easier and more effective," he added.

"The ability to provide and introduce life sustaining technologies to EMS customers is what we originally envisioned in creating our EMS platform," said Bob Byers, President and CEO of Tri-anim. "Now more than ever, our combined EMS customers expect us to be the leaders in presenting them with new and innovative products, help them to make the best decisions possible and provide the most positive outcomes for their patients. Joining forces with Bound Tree will enable us to provide our EMS customers with an even broader range of products and higher level of support. We will integrate the best practices of both companies adding tremendous value to the EMS market"

Joseph concluded, "Both companies have been developing similar organizational structures, sales models and tools to help our customers better serve their patients. As a result, many synergies and new opportunities have already been identified. The combined companies will continue to provide the benefits of an established national supplier with superior customer service from local account managers."

#### **About the Transaction**

Water Street Healthcare Partners, a Chicago-based private equity firm focused exclusively on the health care industry, is supporting the multi-million dollar deal with operating expertise and an equity investment to further extend the combined entity's market-leadership position. Noting that Water Street's team is comprised of leaders who have managed some of the biggest health care distribution companies in the world, Chris Sweeney, the firm's lead principal on the proprietary deal, stated: "Our expertise and ideas helped bring together two market leaders that will deliver much greater value together than they would separately. This is a transformational combination that addresses a rising need in the health care industry for a knowledgeable national supplier. We see tremendous opportunity to further expand into complementary health care markets that will benefit from a specialized distributor with a national network."

#### **About Bound Tree Medical**

Bound Tree Medical is a specialty distributor of medical equipment, pharmaceuticals and supplies to the pre-hospital marketplace. The company markets its products through a national sales force to EMS providers, fire departments, hospitals, colleges and universities throughout the United States and Europe. The company employs approximately 240 people and has facilities in New Hampshire, Ohio, Tennessee, South

Carolina, Wisconsin, Arizona, California and the United Kingdom. To learn more, visit [www.boundtree.com](http://www.boundtree.com).

#### **About Tri-anim**

For more than 30 years, Tri-anim has met the needs and exceeded the expectations of providers throughout the healthcare continuum, including hospitals, emergency medical services (EMS), long-term care facilities, surgery centers and nursing homes. All in-stock orders received - until 5 pm - are shipped the same day from one of 13 distribution centers nationwide. Tri-anim is an industry leader providing e-commerce solutions enabling customers a faster and more efficient procurement method for purchasing medical products. The e-Quick® System, a proprietary patent-pending technology, allows customers to place a five-line order in less than 45 seconds. For more information, go to [www.Tri-anim.com](http://www.Tri-anim.com).

#### **About Water Street Healthcare Partners**

Water Street Healthcare Partners is a Chicago-based private equity firm focused exclusively on health care. One of the most active investors in health care today, Water Street has a strong track record of building market-leadership companies across the health care industry. The firm has particular expertise in corporate divestitures from the world's leading health care companies, including Johnson & Johnson, Medtronic, Smith & Nephew and Stryker Corporation. Water Street's team is comprised of highly experienced industry executives and private equity professionals who have worked together for more than 10 years and whose investments include: Access MediQuip, Alpine Biomed, Facet Technologies, Lakewood Pathology Associates, Physiotherapy Associates and Precision Dynamics Corporation. For more information about Water Street, visit [www.wsHP.com](http://www.wsHP.com).

###

#### **Bound Tree Media Contact:**

Andrew Love  
Bound Tree Medical  
5200 Rings Road  
Dublin, OH 43017  
614-760-5044  
[alove@boundtree.com](mailto:alove@boundtree.com)  
[www.boundtree.com](http://www.boundtree.com)

#### **Tri-anim Media Contact:**

Bill Vitez  
Tri-anim Health Services  
13170 Telfair Avenue  
Sylmar, CA 91342  
818-362-6882  
[B.Vitez@Tri-anim.com](mailto:B.Vitez@Tri-anim.com)  
[www.Tri-anim.com](http://www.Tri-anim.com)



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SEMINOLE CO. FLA.  
D.C.

## **BOUND TREE MEDICAL, LLC**

### **OFFICERS**

**June 5, 2008**

Officers
Linden P. Joseph (President)
Mark J. Dougherty (Treasurer and Secretary)





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September 19, 2008

SEMINOLE COUNTY  
FINANCE DEPT.  
P.O. BOX 8080  
SANFORD, FL 32772

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Dear Valued Customer,

In June of this year, Bound Tree Medical and Tri-anim Health Services announced a merger designed to create the nation's leading specialty healthcare distributor. As a result of the merger, all EMS customers will now be serviced by Bound Tree Medical.

In order to ensure a smooth transition for you, we would like to take this opportunity to share some important information which will assist you in placing future orders. Please save the information provided below:

**Your Account #:** 106223

**Bound Tree Account Manager:** JEFF PLUMB  
1-800-533-0523, ext. 5106

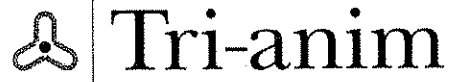
**Payment Terms:** NET 30

**Freight Terms:** FREE FREIGHT

Beginning on Monday, September 29th, Bound Tree will be supporting all EMS activity including order processing, product shipments, etc. To assist with the transition, we have included a list of frequently asked questions (FAQ's) that we believe will assist you. If you have additional questions, please contact your local Bound Tree Account Manager or call **Bound Tree Customer Service at 1-800-533-0523**. You can also reach me directly at 614-760-5012. We look forward to serving you. Thank you.

Sincerely,

Linden P. Joseph  
President



## **Bound Tree Medical/Tri-anim Health Services Merger Frequently Asked Questions (FAQ's)**

- Q:** Who will be my sales person?
- A:** Your salesperson has been designated on the cover letter that has been included in this packet. Please contact them directly with questions regarding the transition or if you would like to place an order.
- Q:** I currently buy online from Bound Tree or Tri-anim; should I continue to buy from the same website?
- A:** Yes, you may continue to order using the same website to place your orders. The Tri-anim e-Quick® System that you may have been using will continue to be available, and has been updated to include Bound Tree information and products.
- Q:** Where will my shipments come from?
- A:** Tri-anim EMS products have been added to the five existing Bound Tree warehouses and your shipments now will originate from those facilities. Locations include: Visalia, CA; Tempe, AZ; Memphis, TN; Hilton Head Island, SC and Henniker, NH.
- Q:** Will it take the same amount of time to receive my orders?
- A:** Bound Tree delivers to more than 95% of the population in the United States via UPS Ground in two days or less. Depending on your location, you should not see a material change in the timing of your shipments. Please contact your local Account Manager if you have questions.
- Q:** How do I reach Customer Service?
- A:** You may call Bound Tree Customer Service at 1-800-533-0523 any time between 7:30am and 8:00pm (EST) Monday through Friday. Fax orders or inquiries can be sent to 1-800-257-5713 and email orders can be sent to [CustomerService@BoundTree.com](mailto:CustomerService@BoundTree.com).
- Q:** Can I still get all of the same products that I normally buy?
- A:** Yes, we are continuing to offer the same products that you are currently purchasing. In some cases, we may offer the same or superior product from a different manufacturer. Please note that many part numbers will be changing. Bound Tree Customer Service will alert you to the new product numbers when you place your orders. You will also see the product number conversions when you order online.
- Q:** Do I have to fill out a new credit application?
- A:** All open accounts in good standing with Tri-anim will be honored by Bound Tree.
- Q:** Do I have to fill out a new prescription authorization form when ordering pharmaceuticals?
- A:** If you do not have a signed prescription authorization form on file at Bound Tree, you will be required to complete one prior to receiving shipments of pharmaceuticals.

The frequently asked questions listed above are just a sampling of the questions you may have. Please contact the Bound Tree Medical **Customer Service Department** at **1-800-533-0523** if you have additional questions. We are committed to serving your needs and exceeding your expectations.

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BY SEMINOLE CO. FLA.  
D.C.

September 11, 2008

Tammy Roberts ✓  
Senior Procurement Analyst  
Seminole County Board of County Commissioners  
P.O. Box 8080  
Sanford, FL 32772-8080

Dear Ms. Roberts,

As a Tri-anim Healthcare Services customer, I would like to take this opportunity to welcome you to Bound Tree Medical, LLC. As announced on June 5th, Bound Tree merged with the emergency medical supplies division of Tri-anim. We are very excited to support your EMS supply needs and look forward to our new relationship with you.

If you are not familiar with our company, we are the leading source for EMS supplies and equipment in the nation with 30 years of experience offering the products you need for quality patient care. Headquartered in Dublin, Ohio, we operate distribution centers in Henniker, NH, Tempe, AZ, Visalia, CA and Southaven, MS, a suburb of Memphis, TN. We have over 60 Account Managers in the field to help our customers select the best products to meet their needs.

We are working diligently to make the transition as smooth as possible. In the mean time, you may continue to work with Patrick Sullivan, Inside Sales Representative for the state of Florida. He can help provide you with information regarding our products and services.

Additionally, to help ease the transition for you, we have included a copy of our merger press release, a listing of our officers, and a copy of our Federal Form W-9. If you have any questions, please do not hesitate to contact me directly at 614-760-5012. Thank you.

Sincerely,

Linden P. Joseph  
President

9/22/08 Tammy. Purchasing  
Manager - Dublin, Ohio

✓# 213034

**Form W-9**  
(Rev. October 2007)  
Department of the Treasury  
Internal Revenue Service

## Request for Taxpayer Identification Number and Certification

Give form to the requester. Do not send to the IRS.

**Name (as shown on your income tax return)**  
**Bound Tree Medical LLC**

**Business name, if different from above**

Check appropriate box: ☐ Individual/Sole proprietor ☐ Corporation ☒ Partnership  
☒ Limited liability company. Enter the tax classification (D=disregarded entity, C=corporation, P=partnership) ▶ ..P... ☐ Exempt payee  
☐ Other (see instructions) ▶

**Address (number, street, and apt. or suite no.)**  
**P.O. Box 8023**

**City, state, and ZIP code**  
**Dublin, OH 43016**

**Requester's name and address (optional)**

**List account number(s) here (optional)**

### Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on Line 1 to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

**Note.** If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

**Social security number**

**Employer identification number**  
31 1739487

### Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person (defined below).

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. See the instructions on page 4.

**Sign Here** Signature of U.S. person ▶ *Michael Root* Date ▶ 5/14/08

### General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

#### Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

**Note.** If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

The person who gives Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States is in the following cases:

- The U.S. owner of a disregarded entity and not the entity,